

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2005

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2005, or tax year beginning _____, and ending _____

G Check all that apply		<input type="checkbox"/> Initial return	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
Use the IRS label. Otherwise, print or type	Name of organization The Frederic C. Hamilton Family Foundation			A Employer identification number 54-2099318		
	Number and street (or P O box number if mail is not delivered to street address) 1560 Broadway Suite 2200			Room/suite	B Telephone number (303) 863-3000	
See Specific Instructions.	City or town, state, and ZIP code Denver, CO 80202			C If exemption application is pending, check here ► <input type="checkbox"/>		
				D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
► \$ 29,692,449. (Part I, column (d) must be on cash basis)						
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received	6,915,300.		N/A		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	21,490.	21,490.		Statement 2	
	4 Dividends and interest from securities	272,478.	272,478.		Statement 3	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	1,409,674.			Statement 1	
	b Gross sales price for all assets on line 6a	22,917,014.				
	7 Capital gain net income (from Part IV, line 2)		8,311,525.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	247,721.	247,721.		Statement 4		
12 Total. Add lines 1 through 11	8,866,663.	8,853,214.				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.		
14 Other employee salaries and wages						
15 Pension plans, employee benefits						
16a Legal fees	23,327.	23,327.		0.		
b Accounting fees	136.	136.		0.		
c Other professional fees	142,007.	1,087.		0.		
17 Interest						
18 Taxes	56.	56.		0.		
19 Depreciation and depletion						
20 Occupancy						
21 Travel, conferences, and meetings						
22 Printing and publications						
23 Other expenses	165,526.	24,606.		0.		
24 Total operating and administrative expenses. Add lines 13 through 23	3,552,312.			3,552,312.		
25 Contributions, gifts, grants paid						
26 Total expenses and disbursements. Add lines 24 and 25	3,717,838.	24,606.		3,552,312.		
27 Subtract line 26 from line 12						
a Excess of revenue over expenses and disbursements	5,148,825.					
b Net investment income (if negative, enter -0-)		8,828,608.				
c Adjusted net income (if negative, enter -0-)			N/A			

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		<217,938.	<1,444,225.	<1,444,225.►
	2 Savings and temporary cash investments		394,072.	9,135,980.	9,135,980.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations				
	b Investments - corporate stock	Stmt 8	12,690,384.	12,737,999.	16,597,235.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	Stmt 9	7,324,971.	4,910,560.	5,403,459.
	14 Land, buildings, and equipment basis ►				
	Less. accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		20,191,489.	25,340,314.	29,692,449.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Organizations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		20,191,489.	25,340,314.	
	30 Total net assets or fund balances		20,191,489.	25,340,314.	
	31 Total liabilities and net assets/fund balances		20,191,489.	25,340,314.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,191,489.
2 Enter amount from Part I, line 27a	2	5,148,825.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	25,340,314.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,340,314.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	See Attached Statement				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	22,917,014.	14,605,489.	8,311,525.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(I) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e			8,311,525.		
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	8,311,525.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2004	1,451,165.	20,074,790.	.072288
2003	711,344.	19,052,272.	.037336
2002	3,494,365.	15,992,436.	.218501
2001	1,349,777.	13,154,306.	.102611
2000	911,203.	9,252,539.	.098481

2 Total of line 1, column (d)

2 .529217

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .105843

4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5

4 22,880,322.

5 Multiply line 4 by line 3

5 2,421,722.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 88,286.

7 Add lines 5 and 6

7 2,510,008.

8 Enter qualifying distributions from Part XII, line 4

8 3,552,312.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	1	88,286.
Date of ruling letter	(attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	88,286.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	88,286.
6	Credits/Payments		
a	2005 estimated tax payments and 2004 overpayment credited to 2005	6a	84,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	84,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	211.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,497.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2006 estimated tax ►	11	
		Refunded ►	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.</i>	Yes	No
1c	Did the organization file Form 1120-POL for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization ► \$ <u>0.</u> (2) On organization managers ► \$ <u>0.</u>	Yes	No
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ► \$ <u>0.</u>	Yes	No
2	Has the organization engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
3	Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	Yes	No
4a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	Yes	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	No
7	Did the organization have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>CO</u>	Yes	No
b	If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	Yes	No
9	Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? If "Yes," complete Part XIV	Yes	No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
11	Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ► <u>Not Applicable</u>	Yes	No
12	The books are in care of ► <u>The Foundation</u> Located at ► <u>1560 Broadway Suite 2200 Denver Colorado, Denver,</u> ZIP+4 ► <u>80202</u>	Telephone no ► (303) 863-3000	
13	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 13	N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the organization (either directly or indirectly)

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2005?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? Yes No

If "Yes," list the years ► _____

b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____

3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes Nob If "Yes," did it have excess business holdings in 2005 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2005.)

4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?

b Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2005?

5a During the year did the organization pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also file Form 8870.

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000 ► 0

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

1	N/A	Expenses
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
3	All other program-related investments See instructions	
	Total. Add lines 1 through 3	► 0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	22,226,923.
b	Average of monthly cash balances	1b	1,001,830.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23,228,753.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,228,753.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	348,431.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,880,322.
6	Minimum investment return. Enter 5% of line 5	6	1,144,016.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,144,016.
2a	Tax on investment income for 2005 from Part VI, line 5	2a	88,286.
b	Income tax for 2005 (This does not include the tax from Part VI)	2b	848.
c	Add lines 2a and 2b	2c	89,134.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,054,882.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,054,882.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,054,882.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1	3,552,312.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	3,552,312.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	88,286.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	6	3,464,026.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				1,054,882.
2 Undistributed income, if any, as of the end of 2004			0.	
a Enter amount for 2004 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2005				
a From 2000	273,664.			
b From 2001	802,189.			
c From 2002	2,823,671.			
d From 2003				
e From 2004	531,643.			
f Total of lines 3a through e	4,431,167.			
4 Qualifying distributions for 2005 from Part XII, line 4 ► \$ 3,552,312.			0.	
a Applied to 2004, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2005 distributable amount				1,054,882.
e Remaining amount distributed out of corpus	2,497,430.			
5 Excess distributions carryover applied to 2005 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	6,928,597.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2004 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2005 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2006				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7	273,664.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	6,654,933.			
10 Analysis of line 9				
a Excess from 2001	802,189.			
b Excess from 2002	2,823,671.			
c Excess from 2003				
d Excess from 2004	531,643.			
e Excess from 2005	2,497,430.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
See Schedule 1 Attached				3552312.
Total			► 3a	3552312.
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	21,490.	
4 Dividends and interest from securities			14	272,478.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	247,721.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		12,150.		1,939,213.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,951,363.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Schedule B
(Form 990, 990-EZ, or
990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2005**Name of organization****The Frederic C. Hamilton Family
Foundation****Employer identification number**

54-2099318

Organization type (check one):**Filers of:** **Section:**Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule-see instructions.)**General Rule-**

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules-

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test under Regulations sections 1.509(a)-3/1.170A-9(e) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.****Schedule B (Form 990, 990-EZ, or 990-PF) (2005)**

Name of organization

The Frederic C. Hamilton Family Foundation

Employer identification number

54-2099318

Part 1 **Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Frederic C. Hamilton	\$ 1,299.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	1560 Broadway Suite 2200		(Complete Part II if there is a noncash contribution.)
	Denver, Colorado 80202		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name of organization

The Frederic C. Hamilton Family Foundation

Employer identification number

54-2099318

Part II Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	210,000 Shares of BHP Billiton Ltd. ADR	\$ 6,915,300.	12/22/05
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a BHP Billiton Ltd.	D	01/01/81	Various
b From Partnerships	P		
c From Partnerships	P		
d From Partnerships	P		
e From Partnerships	P		
f Pimco Real Return Fund	P	Various	Various
g FNMA	P	11/22/05	12/15/05
h Partnership Terminations	P	Various	Various
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,905,308.		1,299.	6,904,009.
b 195,723.			195,723.
c 8,690.		8,690.	0.
d 70,543.			70,543.
e 3,460.		3,460.	0.
f 6,519,422.		6,580,473.	<61,051.>
g 1,782,000.		1,780,442.	1,558.
h 7,431,868.		6,231,125.	1,200,743.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			6,904,009.
b			195,723.
c			0.
d			70,543.
e			0.
f			<61,051.>
g			1,558.
h			1,200,743.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	8,311,525.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2005

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Alliance for Choice in Education Attn: Scott Reiman, 101 Monroe Street	Denver, CO 80206	500
Anti-Defamation League 1120 Lincoln Street, Suite 1301	Denver, CO 80203	2,500
Archbold Foundation 910 So. Broad Street	Thomasville, GA 31792-9908	61,000
Atlantic Salmon Federation 23rd New York Dinner c/o Dan Lufkin, 711-5th Avenue, 10th Flr	New York, NY 10022	10,000
Atlantic Salmon Federation (U.S.) PO Box 807	Calais, ME 04619-0807	3,500
Auburn University Foundation, Albany Quail Mgmt. 317 South College St.	Auburn University, AL 36849-5153	3,000
Babson College Hamilton Scholarship Fund PO Box 57310	Babson Park, MA 02457-0310	100,000
Babson College PO Box 57310	Babson Park, MA 02457-0310	2,500
Boys & Girls Clubs of Metro Denver 2017 West 9th Avenue	Denver, CO 80204	3,000
Boys & Girls Clubs of Metro Denver, 2005 Annual Campaign 2017 West 9th Avenue	Denver, CO 80204	10,000
Brunswick School, Grade 4 100 Maher Avenue	Greenwich, CT 06830	2,000
Caesar Kleberg Wildlife Research Foundation c/o Texas A&M University Kingsville 700 University Blvd., MSC 218	Kingsville, TX 78363	1,000
Cameron & Hayden Lord Foundation 110 Riverside Drive, 12C	New York, NY 10024	1,500
Clyfford Still Museum c/o Denver Art, Culture & Film Foundation 201 West Colfax Avenue, Dept. 1007	Denver, CO 80202	50,000
Colorado Rocky Mountain School 1493 County Road 106	Carbondale, CO 81623	5,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2005

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Connecticut College 270 Mohegan Avenue	New London, CT 06320-4196	5,000
Conservation Fund 1942 Broadway Street, Suite 323	Boulder, CO 80302	3,500
Cowboy Dreams of Illinois 112 Wool Street,	Barrington, IL 60010	800
CU Foundation Prostate Cancer Golf Event 1000 Hummingbird Drive	Castle Rock, CO 80108	9,500
Cure Alzheimer's Fund Mr. Henry F. McCance, 880 Winter Street Suite 300,	Waltham, MA 02451	1,000
Denver Area Council of the Boy Scouts of America, Golden Eagle 2901 West 19th Avenue	Denver, CO 80204	30,000
Denver Art Museum Foundation 1560 Broadway, Suite 2200	Denver, CO 80202	540,000
Denver Art Museum, First 100 100 West 14th Avenue Parkway	Denver, CO 80204	9,540
Denver Botanic Gardens 909 York Street	Denver, CO 80206-3799	2,500
Denver Foundation c/o The Navarre Building 1727 Tremont Place	Denver, CO 80202	1,558
Denver Museum of Nature & Science, Museum after Dark 2001 Colorado Boulevard	Denver, CO 80205	5,000
Denver Museum of Nature & Science, Space Odyssey/Gates Planetarium 2001 Colorado Boulevard	Denver, CO 80205-5798	250,000
Doe Fund 232 East 84th Street	New York, NY 10028	1,000
Ducks Unlimited, Inc. One Waterfowl Way	Memphis, TN 38120-2351	3,000
Dumb Friends League 2080 So. Quebec Street	Denver, CO 80231-3298	1,000
Fisher House Foundation 1401 Rockville Pike, Suite 600	Rockville, MD 20852	1,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2005

Recipient Name & Purpose of Contribution, if Specified	Recipient Street Address	City/State/Zip	Amount
Fisher House Foundation, Scholarships for Military Children 1401 Rockville Pike, Suite 600		Rockville, MD 20852	1,000
Fishers Island Conservancy PO Box 553		Fishers Island, NY 06390	1,000
Fishers Island Fire Department PO Box 123		Fishers Island, NY 06390	500
Fishers Island People's Project PO Box 523		Fishers Island, NY 06390	250
Foxcroft School PO Box 5555		Middleburg, VA 20118-5555	10,000
George Washington's Fredericksburg Foundation 1201 Washington Avenue		Fredericksburg, VA 22401	5,000
Graland Country Day School 30 Birch Street,		Denver, Co 80220	2,500
Graland Country Day School, Financial Aid Endowment 30 Birch Street,		Denver, CO 80220-9902	75,000
Graland Country Day School, Annual Giving 30 Birch Street,		Denver, CO 80220	10,000
Graland Country Day School, Field House 30 Birch Street,		Denver, CO 80220	200,000
Greenwich Academy, Cowan Center 200 North Maple Avenue,		Greenwich, CT 06830-4799	500
Greenwich Academy, Group 6 200 North Maple Avenue,		Greenwich, CT 06830-4799	2,000
Greenwich Hospital, Tom & Olive Watson Pavilion 89 Lake Avenue,		Greenwich, CT 06830	5,000
Henry L. Ferguson Museum PO Box 554		Fishers Island, NY 06390	500
Hewitt School, Annual Fund 45 East 75th Street		New York, NY 10021	20,000
Intrepid Museum Fallen Heroes Fund Intrepid Museum Foundation West 46th Street and 12th Avenue		New York, NY 10036	1,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2005

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Island Health Project, Inc. PO Box 344	Fishers Island, NY 06390	250
Jupiter Island Medical Fund, Inc. PO Box 375,	Hobe Sound, FL 33475	1,000
Laurel House 1616 Washington Blvd	Stamford, CT 06902	500
Marine Corps Scholarship Foundation PO Box 3008	Princeton, NJ 08543	1,000
Memorial Sloan-Kettering, Special Projects Committee 1275 York Avenue	New York, NY 10021	500
Millbrook School, Annual Fund School Road	Millbrook, NY 12545	3,000
Millbrook School, FCH Chair in English School Road	Millbrook, NY 12545	250,000
Mizel Museum 400 South Kearney Street	Denver, CO 80224	2,500
National Audubon Society - Birdathon 700 Broadway, 6th Floor	New York, NY 10003	505
National Gallery of Art, Collectors Committee 2000B South Club Dr.	Landover, MD 20785	15,000
National Gallery of Art, Millennium Fund 2000B South Club Dr.	Landover, MD 20785	100,000
National Gallery of Art, The Circle 2000B South Club Dr	Landover, MD 20785	10,000
National Jewish Medical & Research Ctr, Beaux Arts Ball 1400 Jackson Street, M106	Denver, CO 80206	3,500
National Western Scholarship Fund, Citizen of the West Dinner 4655 Humboldt Street	Denver, CO 80216-2818	500
Opera Colorado, Ellie Caulkins Opera House 695 So. Colorado Blvd., Suite 20	Denver, CO 80246	3,569
Opera Colorado, Evening in Seville 695 So. Colorado Blvd., Suite 20	Denver, CO 80246	3,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2005

Recipient Name & Purpose of Contribution, if Specified		Amount
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	
Park People Eugene Field House, Washington Park, 715 South Franklin Street	Denver, CO 80209	4,500
Salisbury School 251 Canaan Road	Salisbury, CT 06068	20,000
Salisbury School, Parents of Alumni Annual Giving 251 Canaan Road	Salisbury, CT 06068	2,000
SEAL-Naval Special Warfare Foundation PO Box 5965	Virginia Beach, VA 23471	1,000
Seeds of Hope 1300 South Steele Street	Denver, CO 80210-2599	3,000
Smithsonian Institution PO Box 37012 MRC 035	Washington, DC 20013-7012	10,000
St. George's School PO Box 1910	Newport, RI 02840	500
St. Luke's Episcopal School 15 St. Luke's Lane	San Antonio, TX 78209	1,000
St. Mary's Hall PO Box 33430	San Antonio, TX 78265-9974	2,500
St. Paul's School, Form of 80 325 Pleasant Street	Concord, NH 03301-2591	1,000
St. Timothy's School 8400 Greenspring Avenue	Stevenson, MD 21153	500
Student/Sponsor Partnership 21 East 40th Street, Suite 1601	New York, NY 10016	2,000
Tall Timbers 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	1,000
Tall Timbers, Quail Research Initiative 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	4,500
Thomasville Community Resource Center PO Box 1897	Thomasville, GA 31799-1897	1,000
Thomasville Cultural Center, Plantation Wildlife Arts Festival PO Box 2177	Thomasville, GA 31799	500

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2005

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
University of Colorado Health Sciences, Crawford Chair in Urology PO Box 1140	Boulder, CO 80306-1140	100,000
University of Colorado Health Sciences, FCH Chair Endocrinology PO Box 1140	Boulder, CO 80306-1140	250,000
University of Denver, American Legal System 270 St. Paul Street, Suite 300	Denver, CO 80206	500,000
University of Denver, Chancellors Society 2199 South University Blvd. – MRB	Denver, CO 80208	2,500
University of Denver, FCH Family Recital Hall 2199 South University Blvd	Denver, CO 80208	500,000
US Sportmen's Alliance Foundation 801 Kingsmill Parkway,	Columbus, OH 43229-1137	10,000
Utah Wetlands Foundation 136 South Main Street, #418	Salt Lake City, UT 84101	1,000
Walsh Park Capital Campaign Walsh Park, PO Box 684	Fishers Island, NY 06390	33,340
Weill Medical College of Cornell University 1300 York Avenue	New York, NY 10021	250,000
Wildlife Foundation of Florida, FL Hunting Summit c/o Mr. Nick Wiley, 620 So. Meridian Street	Tallahassee, FL 32399-1600	1,000
Yale Trap and Skeet Club Attn: Tom Migdalski, Yale Athletic Dept., PO Box 208216	New Haven, CT 06520	500
	Total	<u>\$3,552,312.00</u>

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property				Manner	Date	
				Acquired	Acquired	Date Sold
BHP Billiton Ltd.				Donated	01/01/81	Various
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e)	(f)		
6,905,308.	6,915,300.	0.	0.	0.		<9,992.>

(a) Description of Property				Manner	Date	
				Acquired	Acquired	Date Sold
From Partnerships				Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e)	(f)		
195,723.	0.	0.	0.	0.		195,723.

(a) Description of Property				Manner	Date	
				Acquired	Acquired	Date Sold
From Partnerships				Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e)	(f)		
8,690.	0.	0.	0.	0.		8,690.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
			Purchased		
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
From Partnerships	70,543.	0.	0.	0.	70,543.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
			Purchased		
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
From Partnerships	3,460.	0.	0.	0.	3,460.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
			Purchased	Various	Various
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Pimco Real Return Fund	6,519,422.	6,580,473.	0.	0.	<61,051. >

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
			Purchased	11/22/05	12/15/05
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
FNMA	1,782,000.	1,780,442.	0.	0.	1,558.

(a) Description of Property			Manner	Date	
			Acquired	Acquired	Date Sold
Partnership Terminations			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e)	(f) Gain or Loss	
7,431,868.	6,231,125.	0.	0.	1,200,743.	

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	1,409,674.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
From Partnerships	4,428.
Other	17,062.
Total to Form 990-PF, Part I, line 3, Column A	21,490.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
From Partnerships	11,345.	0.	11,345.
Other	261,133.	0.	261,133.
Total to Fm 990-PF, Part I, ln 4	272,478.	0.	272,478.

Form 990-PF	Other Income	Statement	4
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Ordinary Income from Partnerships	247,721.	247,721.	
Total to Form 990-PF, Part I, line 11	247,721.	247,721.	

Form 990-PF	Other Professional Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Trust Investment Management	699.	699.		0.
Other Management Fees	22,628.	22,628.		0.
To Form 990-PF, Pg 1, ln 16c	23,327.	23,327.		0.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Excise Tax	146,225.	0.		0.
Foreign Tax Paid	1,087.	1,087.		0.
State Income Taxes	160.	0.		0.
U.S. UBTI Tax	<5,465.>	0.		0.
To Form 990-PF, Pg 1, ln 18	142,007.	1,087.		0.

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other General & Administrative Expenses	56.	56.		0.
To Form 990-PF, Pg 1, ln 23	56.	56.		0.

Form 990-PF

Corporate Stock

Statement 8

Description	Book Value	Fair Market Value
Highbridge Capital Corp	0.	0.
Argus Healthcare Offshore	0.	0.
Copper Arch Fund Offshore	0.	33,556.
Double Black Diamond Ltd.	0.	0.
Emerging Sovereign Offshore	0.	0.
Lone Pinon Ltd.	250,000.	407,953.
OZ Overseas Fund Ltd.	850,000.	1,016,719.
Swiftcurrent Offshore Ltd.	750,000.	1,141,961.
Tiger Global Ltd.	1,120,890.	2,217,665.
Tiger Asia Overseas Fund	800,000.	1,221,274.
Canyon Value Realization	0.	0.
Grossman Currency Fund	525,402.	630,246.
Shepherd Investments Intl.	500,000.	659,701.
Vantis Intl Fund	0.	0.
Indus Asia Pacific	550,000.	729,939.
Indus Japan Fund	550,000.	832,656.
Eastern Advisors Offshore	0.	0.
G-Star 2004-4	1,000,000.	1,000,000.
Moore Global Investment	641,707.	849,171.
Ospraire Point	250,000.	274,543.
Ospraire Fund	600,000.	821,569.
Sowood Alpha Fund	700,000.	758,230.
WRA Investments Offshore	500,000.	532,418.
Caxton Healthcare Offshore	500,000.	516,075.
Delta Fund Europe	400,000.	511,750.
Delta Offshore	500,000.	594,996.
Indus Event Driven	500,000.	520,627.
Maple Leaf	250,000.	251,875.
Raptor Global	500,000.	546,685.
Viking Global	500,000.	527,626.
Total to Form 990-PF, Part II, line 10b	12,737,999.	16,597,235.

Form 990-PF

Other Investments

Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Pinetree FF LP	FMV	1,668,285.	1,644,129.
No Margin Fund L.P.	FMV	0.	0.
Pinetree IV LP	FMV	279,164.	277,817.
Pimco Real Return Fund	FMV	0.	0.
Lone Sierra	FMV	1,066,738.	1,245,008.
Palo Alto Healthcare	FMV	696,405.	782,127.
Palo Alto Global Energy	FMV	1,148,973.	1,403,684.
Clayton Dubilier and Rice	FMV	50,995.	50,694.
Total to Form 990-PF, Part II, line 13		4,910,560.	5,403,459.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compensa- tion	Employee Ben Plan Contrib	Expense Account
Frèderic C. Hamilton 1560 Broadway Suite 2200 Denver, Colorado 80202	Grantor & Trustee 0.00	0.	0.	0.
Jane M. Hamilton 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.00	0.	0.	0.
Christy Hamilton McGraw 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.00	0.	0.	0.
Frederic C. Hamilton, Jr. 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.00	0.	0.	0.
Crawford M. Hamilton 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.00	0.	0.	0.
Thomas M. Hamilton 1560 Broadway Suite 2200 Denver, Colorado 80202	Trustee 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 11

Name of Manager

Frederic C. Hamilton
Jane M. Hamilton

Underpayment of Estimated Tax by Corporations

► See separate instructions.
► Attach to the corporation's tax returnName The Frederic C. Hamilton Family
FoundationEmployer identification number
54-2099318

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)	1	88,286.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or of section 167(g) for depreciation under the income forecast method	2b	
c Credit for Federal tax paid on fuels (see instructions)	2c	
d Total. Add lines 2a through 2c	2d	
3 Subtract line 2d from line 1 If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	88,286.
4 Enter the tax shown on the corporation's 2004 income tax return (see instructions) Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	83,551.
5 Required Annual Payment. Enter the smaller of line 3 or line 4 If the corporation is required to skip line 4, enter the amount from line 3	5	83,551.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions)

6 The corporation is using the adjusted seasonal installment method
7 The corporation is using the annualized income installment method
8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9 05/15/05	06/15/05	09/15/05	12/15/05
10 Required Installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10 20,888.	23,255.	22,072.	22,071.
11 Estimated tax paid or credited for each period (see instructions) For column (a) only, enter the amount from line 11 on line 15	11 21,000.	21,000.	21,000.	21,000.
Complete lines 12 through 18 of one column before going to the next column.	12	112.		
12 Enter amount, if any, from line 18 of the preceding column	13	21,112.	21,000.	21,000.
13 Add lines 11 and 12	14		2,143.	3,215.
14 Add amounts on lines 16 and 17 of the preceding column	15	21,000.	21,112.	18,857.
15 Subtract line 14 from line 13 If zero or less, enter -0-	16		0.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14 Otherwise, enter -0-	17	2,143.	3,215.	4,286.
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10 Then go to line 12 of the next column Otherwise, go to line 18	18	112.		
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15 Then go to line 12 of the next column				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2005 and before 10/1/2005	21			
22 Underpayment on line 17 x <u>Number of days on line 21 x 6%</u> 365	22 \$	\$	\$	\$
23 Number of days on line 20 after 9/30/2005 and before 4/1/2006	23			
24 Underpayment on line 17 x <u>Number of days on line 23 x 7%</u> 365	24 \$	\$	\$	\$
25 Number of days on line 20 after 3/31/2006 and before 7/1/2006	25			
26 Underpayment on line 17 x <u>Number of days on line 25 X *%</u> 365	26 \$	\$	\$	\$
27 Number of days on line 20 after 6/30/2006 and before 10/1/2006	27	See Attached Worksheet		
28 Underpayment on line 17 x <u>Number of days on line 27 x *%</u> 365	28 \$	\$	\$	\$
29 Number of days on line 20 after 9/30/2006 and before 1/1/2007	29			
30 Underpayment on line 17 x <u>Number of days on line 29 x *%</u> 365	30 \$	\$	\$	\$
31 Number of days on line 20 after 12/31/2006 and before 2/16/2007	31			
32 Underpayment on line 17 x <u>Number of days on line 31 x *%</u> 365	32 \$	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	33 \$	\$	\$	\$
34 Penalty. Add columns (a) through (d), of line 33 Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns	34 \$			211.

* For underpayments paid after March 31, 2006: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Form 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Penalty Due (Sum of Column F)

211.

- * Date of estimated tax payment, withholding credit date or installment due date